

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION**

In re:) Chapter 11 Cases
EASTERN LIVESTOCK CO., LLC.) Case No. 10- 93904-BHL-11
Debtor.)

)

**DECLARATION OF NOTICING AND BALLOTING AGENT REGARDING
SOLICITATION AND TABULATION OF VOTES IN CONNECTION WITH THE
TRUSTEE'S FIRST AMENDED CHAPTER 11 PLAN OF LIQUIDATION**

I, Varouj Bakhshian, declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases.

I am employed as a Director by BMC Group, Inc. ("BMC"), the noticing, claims and balloting agent for the above-captioned debtor (the "Debtor") in the chapter 11 case. My business address is 300 North Continental, Suite 570, El Segundo, California 90245.

2. Pursuant to the *Trustee's First Amended Chapter 11 Plan of Liquidation* [Docket No. 1490] (the "Plan"). Holders of Class 1 (Allowed Secured Claim Of Fifth Third) and Class 4 (Allowed General Unsecured) Claims are entitled to vote to accept or reject the Plan. Holders of Class 2 (Other Allowed Secured) Claims and Class 3 (Allowed Non-Tax Priority) Claims are unimpaired under the Plan and therefore deemed to accept the Plan and not entitled to vote. Holders of Class 5 (Allowed Interests) are impaired under the Plan and deemed to reject the Plan and therefore not entitled to vote.

3. In accordance with the voting instructions and procedures set forth in Article VII of the *First Amended Disclosure Statement For Trustee's First Amended Chapter 11 Plan Of*

Liquidation (the “Disclosure Statement”) [Docket No. 1489] and the *Order Approving Disclosure Statement, Scheduling Confirmation Hearing, And Fixing Filing Deadlines* approved by the Court on 11/2/2012 [Docket No. 1516] (the “Disclosure Statement Order”) (and collectively referred to as the “Solicitation Procedures”) BMC served the following solicitation package (the “Solicitation Package”) to the holders of Class 1 and Class 4 Claims via first class mail commencing on November 6, 2012 and concluding on November 7, 2012:

- (a) the Plan;
- (b) the Disclosure Statement;
- (c) the Disclosure Statement Order;
- (d) a Notice of Approval Of Disclosure Statement, Solicitation Of Votes On The Plan, And Confirmation Hearing - Voting; and
- (e) a Ballot for Accepting or Rejecting the Plan – Class 1 or Class 4, as appropriate.

Parties not entitled to vote on the Plan (ie. Class 2, Class 3, Class 5, and Unclassified Claims), Contract Counter-parties not otherwise holders of Class 4 Claims, Bankruptcy Rule 2002 Service List parties and all creditors listed on the Creditor Matrix, were served with copies of (1) the Disclosure Statement Order and (2) a Notice of Approval Of Disclosure Statement, Solicitation Of Votes On The Plan, And Confirmation Hearing – Non-Voting. A certificate of service was filed on November 9, 2012 [Docket No. 1521].

4. At the request of the Trustee, BMC also served a Solicitation Package containing the Plan, Disclosure Statement, Disclosure Statement Order and a Class 4 Provisional Ballot on holders of Class 2 and Class 3 Claims via first class mail on November 20, 2012. A certificate of service was filed on November 27, 2012 [Docket No. 1568] and an amended certificate of service was filed on December 5, 2012, [Docket No. 1580]. These Provisional Ballots were to

be returned to the Trustee postmarked not later than November 28, 2012. BMC is not reporting on the provisional balloting.

5. Pursuant to the Disclosure Statement Order the Court established November 28, 2012, at 5:00 p.m. Eastern Time as the Voting Deadline and December 7, 2012, as the date for hearing on Plan confirmation.

6. The Plan, Disclosure Statement, Disclosure Statement Order, and the Local Rules for the USBC Southern District of Indiana (“Local Rules”) served as BMC’s guide for the tabulation of votes to accept or reject the Plan. All ballots received were reviewed in accordance with the procedures described in the Local Rules, the Plan and Disclosure Statement as approved in the Disclosure Statement Order.

7. The Local Rules and Solicitation Procedures provided that in tabulating the ballots, the following rules would apply:

- (a) Only holders of Class 1 and Class 4 Claims are entitled to vote on the Plan.
[Plan and Disclosure Statement]
- (b) No ballots may be accepted that are transmitted by facsimile or email.
[Disclosure Statement Order]
- (c) Ballots that are not signed will not be counted either as an acceptance or rejection.
[LR 3018-1(d)(1)]
- (d) Where the amount shown as owed on the ballot differs from the schedules, the amount shown on the schedules or, if a proof of claim has been filed and allowed or deemed allowed, the amount shown on the proof of claim will be used for the purpose of determining the amount voting unless the Court orders otherwise.
[LR 3018-1(d)(2)]
- (e) Unless the Court orders otherwise, ballots that do not show a choice of either acceptance or rejection will not be counted either as an acceptance or rejection.
[LR 3018-1(d)(3)]
- (f) Unless the Court orders otherwise, ballots that are received after the last date set for filing ballots will not be counted as either an acceptance or rejection.
[LR 3018-1(d)(4)]

8. Below is a summary of all ballots received and tabulated by BMC:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1 Allowed Secured Claim Of Fifth Third	1 100.00%	27,668,460.02 100.00%	0 0.00%	\$0.00 0.00%
Class 4 Allowed General Unsecured Claims	53 80.30%	\$13,291,457.00 71.01%	13 19.70%	\$5,425,562.28 28.99%

9. Attached hereto as Exhibit A is a tabulation report that provides both summary and detail of all ballots received by BMC as of December 5, 2012.

10. All ballots received by BMC are stored at BMC's office located at 18750 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 5, 2012

Respectfully submitted,

Varouj Bakshian
Director, BMC Group, Inc.